

EXHIBIT B

CHART II**Industry Peer Group Comparison of CEO TDC to Festa CEO Agreement, including Festa “Emergence Bonus” on a 3-Year Annualized Basis as an Addition to Long-Term Incentive (Excluding the Big Three)**

<u>TDC Rank</u>	<u>Company</u>	<u>TDC (\$ millions)</u>	<u>2004 Sales (\$ billions)</u>
1	Ecolab Inc.	\$8,096	\$4.2
2	Engelhard Corp.	\$6,658	\$4.2
3	Rohm & Haas Co.	\$5,725	\$7.3
4	Int’l Flavs & Frags Inc.	\$4,646	\$2.0
5	W.R. GRACE & CO.	\$3,793	\$2.3
6	Eastman Chemical Co.	\$3,696	\$6.6
MEDIAN		\$3,656	
7	Cabot Corp.	\$3,615	\$1.9 ¹
8	Great Lakes Chem. Corp.	\$3,056	\$1.6
9	Fuller H.B. Co.	\$2,235	\$1.4 ²
10	Albemarle Corp.	\$1,937	\$1.5
11	Sigma Aldrich Corp.	\$1,794	\$1.4
12	Hercules Inc.	\$1,194	\$2.0

¹ Fiscal year ending 9/30/04.

² Fiscal year ending 11/27/04.